

(2)

0100608067

4200 FIRST BANK PLACE  
601 SECOND AVENUE SOUTH  
MINNEAPOLIS, MINNESOTA 55402-4302  
612 339-6321 • FACSIMILE 612 338-0535

2100 MINNESOTA WORLD TRADE CENTER  
30 EAST SEVENTH STREET  
SAINT PAUL, MINNESOTA 55101-4901  
612 222-6321 • FACSIMILE 612 222-8905

Thomas J. Doyle

April 20, 1995

RECORDATION NO. 10834 - C FILED 1425

APR 27 1995 - 3 20 PM

MINNESOTA COMMERCE COMMISSION

RECEIVED  
OFFICE OF THE  
SECRETARY  
APR 27 3 14 PM '95

Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RE: NorRail, Inc.  
Our File No. 10956/000

RECORDATION NO. 15742 - B FILED 1425

APR 27 1995 - 3 20 PM

MINNESOTA COMMERCE COMMISSION

Dear Secretary:

I enclose one originally executed counterpart and three copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a General Bill of Sale, Conveyance, Assignment and Transfer of Railroad Box Cars ("Bill of Sale"), a secondary document, dated April 17, 1995.

The Bill of Sale is to be recorded in connection with two Recordation Numbers. Please record the Bill of Sale in connection with Recordation Number 10834 and in connection with Recordation Number 15742. I also request this Bill of Sale be cross-indexed as described below.

The name and address of the party to the Bill of Sale is:

Hugh M. Tarbutton, Seller  
c/o of Sandersville Railroad Company  
206 North Smith Street  
Sandersville, Georgia 31082

Please cross-index the Bill of Sale and its summary under the name of Norrail, Inc., 308 Twelfth Avenue South, Buffalo, MN 55313, as the Bill of Sale conveys title to rail cars to Norrail, Inc.

A description of the equipment covered by the Bill of Sale is 72 50-foot Plate C end-of-car cushioning box cars with single ten-foot sliding doors currently marked in the



Interstate Commerce Commission  
Washington, D.C. 20423-0001

4/27/95

Office Of The Secretary

Thomas J. Doyle  
Pelhaber Larson Fenlon & Vogt  
4200 First Bank Place  
601 Second Avenue South  
Minneapolis, Minnesota 55402-4302

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/27/95 at 3:20PM, and assigned recordation number(s). 10834-C and 15742-B.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100608067)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 10834-C FILED 1425

GENERAL BILL OF SALE, CONVEYANCE,  
ASSIGNMENT AND TRANSFER  
OF RAILROAD BOX CARS

APR 27 1995 3:20 PM  
MINNESOTA COMMERCE COMMISSION

THIS IS A GENERAL BILL OF SALE, CONVEYANCE, ASSIGNMENT AND TRANSFER OF ASSETS (this "Instrument") made, executed and delivered by HUGH M. TARBUTTON, a resident of Sandersville, Georgia (the "Seller") to NORRAIL, INC., a Minnesota corporation (the "Purchaser") with respect to the conveyance by the Seller to the Purchaser of approximately 72 railroad box cars pursuant to a Railcar Purchase Agreement dated as of April 17, 1995, between the Seller and the Purchaser and by which the Seller, for good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), hereby agrees as follows:

1. Bill of Sale and Assignment of Assets. The Seller hereby conveys, assigns, transfers, and distributes unto the Purchaser forever, all right, title and interest, legal and equitable, of the Seller in and to each of the railroad box cars listed on Exhibit A attached to this Bill of Sale (the "Cars"); TO HAVE AND TO HOLD all and singular the Cars for its own use and behoof forever.

The Seller hereby warrants, covenants and agrees that it has good and marketable title to the Cars, free and clear of any and all liens whatsoever.

The Seller hereby constitutes and appoints the Purchaser, its successors and assigns, as the true and lawful agent and attorney-in-fact of the Seller, with full power of substitution and resubstitution in whole or in part, in the name and stead of the Seller, but on behalf of and for the benefit of the Purchaser, its successors and assigns, to demand and receive any and all of the Cars and to give receipts and releases for and with respect to the same, or any part thereof, and from time to time to institute and prosecute in the name of the Seller or otherwise, but on behalf of and for the benefit of the Purchaser, its successors or assigns, as the Purchaser, its successors or assigns may deem proper in order to collect or reduce to possession any of the Cars and in order to collect or enforce any claim or right of any kind hereby assigned or transferred, or intended so to be, and to do or cause to be done any and all acts and things in relation to the Cars, or any of them, which the Purchaser, its successors or assigns shall deem desirable, the Seller hereby declaring that the foregoing powers are coupled with an interest and are and shall be irrevocable by it in any manner or for any reason whatsoever.

2. Effective Date.

This Instrument is effective as of 11:59 o'clock, p.m., E.D.T. on April 17, 1995.

DULY EXECUTED by the undersigned, under seal, on April 17, 1995.

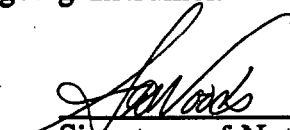
**THE SELLER:**

By:   
Hugh M. Tarbutton

**ACKNOWLEDGMENT**

**STATE OF GEORGIA  
COUNTY OF WASHINGTON**

On this 17 day of April, 1995, before me personally appeared Hugh M. Tarbutton, to me personally known, who executed the foregoing instrument and who being by me duly sworn, acknowledged that the execution of the foregoing instrument was his free act and deed.

  
Signature of Notary Public

Notary Public, Washington County, Ga.  
My Commission Expires Dec. 1, 1997.

**[NOTARIAL SEAL]**

EXHIBIT A TO  
TARBUTTON/NORRAIL  
GENERAL BILL OF SALE

PURCHASED CARS

SAN 013000	SAN 013052	SAN 013098
SAN 013001	SAN 013053	
SAN 013003		
SAN 013004	SAN 013054	
SAN 013007	SAN 013056	
SAN 013008	SAN 013057	
SAN 013011	SAN 013058	
SAN 013012	SAN 013059	
SAN 013013	SAN 013060	
SAN 013014	SAN 013061	
SAN 013016	SAN 013064	
SAN 013017	SAN 013065	
SAN 013018	SAN 013066	
SAN 013019	SAN 013068	
SAN 013020	SAN 013070	
SAN 013021	SAN 013072	
SAN 013022	SAN 013073	
SAN 013023	SAN 013074	
SAN 013024	SAN 013075	
SAN 013025	SAN 013076	
SAN 013027	SAN 013077	
SAN 013029	SAN 013078	
SAN 013030	SAN 013079	
SAN 013031	SAN 013080	
SAN 013032	SAN 013081	
SAN 013033	SAN 013082	
SAN 013036	SAN 013083	
SAN 013038	SAN 013087	
SAN 013039	SAN 013088	
SAN 013040	SAN 013089	
SAN 013044	SAN 013090	
SAN 013046	SAN 013091	
SAN 013047	SAN 013094	
SAN 013048	SAN 013095	
SAN 010349	SAN 013096	
SAN 013051	SAN 013097	